

Exhibit 5

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE INDYMAC MORTGAGE-BACKED
SECURITIES LITIGATION

Master Docket No.
09-CIV-04583 (LAK)

THIS DOCUMENT RELATES TO:

ALL ACTIONS

I, Wayne S. Green, hereby declare as follows:

1. I am a current Vice President of IndyMac MBS, Inc (“IndyMac MBS”).

In addition, I am a Financial Manager in the General Accounting Unit of the Division of Resolutions and Receiverships of the Federal Deposit Insurance Corporation (“FDIC”). I have worked for the FDIC for 24 years. I have personal knowledge of the information contained in this declaration and, if called as a witness, I could and would competently testify thereto.

2. IndyMac MBS was a special purpose, wholly-owned subsidiary of IndyMac Bank, F.S.B. (“IndyMac Bank”), and IndyMac Bank was a wholly-owned subsidiary of IndyMac Bancorp Inc. (“IndyMac Bancorp”). IndyMac Bank utilized IndyMac MBS as a depositor in securitization transactions comprised primarily of mortgage loans secured by liens on single family properties or shares issued by cooperative housing corporations. As a wholly-owned limited purpose finance subsidiary of IndyMac Bank, IndyMac MBS did not engage in mortgage loan origination, underwriting, and other activities undertaken by IndyMac Bank and certain of its affiliates.

3. IndyMac Bank was closed and placed into FDIC receivership by the Office of Thrift Supervision (“OTS”) on July 11, 2008. The same day, the OTS authorized the

creation of IndyMac Federal Bank, F.S.B. ("IndyMac Federal") and appointed FDIC as its conservator. On March 19, 2009, most of the operations of IndyMac Federal were transferred (through the sale of assets and assumption of liabilities) to OneWest Bank, F.S.B., and IndyMac Federal was closed and placed into FDIC receivership. The stock of IndyMac MBS remains in the receivership estate of IndyMac Federal, although the stock has no value.

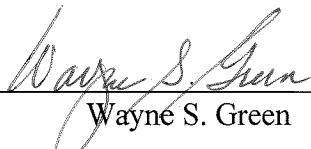
4. On July 31, 2008, IndyMac Bancorp filed a voluntary petition under Chapter 7 of Title 11 of the United States Code in the United States Bankruptcy Court for the Central District of California.

5. To the best of my knowledge, IndyMac MBS has had no business or income since 2007, before IndyMac Bank failed.

6. IndyMac MBS's only assets consist of three subordinated certificates issued in IndyMac Bank mortgage securitizations: (1) IndyMac Residential Asset Securitization Trust, Series 2005-A10, Class P; (2) IndyMac Home Equity Mortgage Loan Asset-Backed Trust, Series 2006-H2, Class P; and (3) IndyMac Home Equity Mortgage Loan Asset-Backed Trust, Series 2006-H2, Class L. The certificates produce no income for IndyMac MBS, because the certificates either are worthless or, given their status as subordinated certificates in the securitizations, have no reasonable likelihood of ever receiving any distributions.

7. IndyMac MBS has no pending claims against insurers but has been notified that all available insurance coverage has been exhausted.

I declare under penalty of perjury that the foregoing is true and correct. Executed on September 2, 2014 in Dallas, Texas.



Wayne S. Green